

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



FILED

02/08/19
04:59 PM

A1902005

In the Matter of the Joint Application of

U.S. TELEPACIFIC CORP. (U-5721-C),
MPOWER COMMUNICATIONS CORP. (U-5859-C),
ARRIVAL COMMUNICATIONS, INC. (U-5248-C),
DSCI, LLC (U-1422-C)

A.19-____-____

and

U.S. TELEPACIFIC HOLDINGS CORP.

and

PENSARE ACQUISITION CORP.

For Expedited Approval to Transfer Indirect Control of
U.S. TelePacific Corp., Mpower Communications Corp.,
Arrival Communications, Inc. and DSCI, LLC Pursuant
to California Public Utilities Code Section 854(a)

Exhibit E
Certificate of Incorporation of Arrival

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

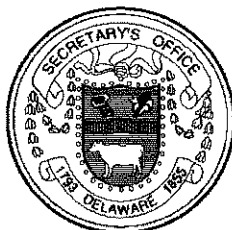
"TPAC MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ARRIVAL COMMUNICATIONS, INC." UNDER THE NAME OF "ARRIVAL COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2007, AT 11:37 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3044221 8100M

070214194



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5456312

DATE: 02-23-07

CERTIFICATE OF MERGER
OF
TPAC MERGER CORP.
WITH AND INTO
ARRIVAL COMMUNICATIONS, INC.

(Pursuant to Section 251 of the General
Corporation Law of the State of Delaware)

Arrival Communications, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) Arrival Communications, Inc., a Delaware corporation; and
 - (b) TPAC Merger Corp., a Delaware corporation.
2. An agreement and plan of merger (the "Agreement and Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Arrival Communications, Inc., a Delaware corporation (the "Surviving Corporation").
4. The Restated Certificate of Incorporation of Arrival Communications, Inc., with such amendments as are effected by the merger is attached to this Certificate of Merger as Exhibit A, and, as so amended, shall constitute the Restated Certificate of Incorporation, as amended, of the Surviving Corporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation at 1800 19th Street, Bakersfield, California 93301.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, Arrival Communications, Inc. has caused this Certificate to be signed as of this 23rd day of February, 2007.



Name: Tony F. DiStefano
Title: Chief Executive Officer

**RESTATED CERTIFICATE OF INCORPORATION
OF
ARRIVAL COMMUNICATIONS, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation (the "Corporation") is: Arrival Communications, Inc.

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock; the total number of shares which the Corporation shall have authority to issue is one thousand (1,000), and each such share shall have a par value of one cent (\$0.01).

**ARTICLE V
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

**ARTICLE VI
ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE VII LIABILITY

A director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VIII CORPORATE POWER

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.